

Hearing Date and Time: August 22, 2019 at 10:00 a.m. (Eastern Time)

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	: Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:
	: Case No. 18-23538 (RDD)
	:
Debtors. <sup>1</sup>	: (Jointly Administered)
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**TRANSFORM HOLDCO LLC’S NOTICE OF  
ADJOURNED HEARING FOR ASSUMPTION AND ASSIGNMENT OF  
LEASES SUBJECT TO BANKRUPTCY CODE SECTION 365(d)(4) EXTENSION**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**PLEASE TAKE NOTICE** that pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “Amended Case Management Order”) and the *Order (I) Authorizing Assumption and Assignment of Certain Executory Contracts and Leases and (II) Granting Related Relief* (ECF No. 3008) (the “Assumption and Assignment Order”), Transform Holdco LLC (the “Buyer”) hereby files this Notice of Hearing (the “Notice”) to provide notice to counterparties to certain Designatable Leases (the “Designatable Lease Counterparties”) subject to extensions of the Bankruptcy Code Section 365(d)(4) period for assumption or rejection of any non-residential lease of real property of the Buyer’s intention to go forward with a hearing or a status conference, as applicable (the “Hearing”) to resolve any outstanding objections to the assumption and assignment of certain leases between the Designatable Lease Counterparties and the Debtors. The Hearing is to be held before the Honorable Robert D. Drain, United States Bankruptcy Court, 300 Quarropas Street, White Plains, New York (the “Bankruptcy Court”) on **August 22, 2019 at 10:00 a.m. (Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that the *Order (I) Authorizing Assumption and Assignment of Certain Executory Contracts and Leases and (II) Granting Related Relief*, entered on April 2, 2019 (ECF No. 3008) permits the Debtors to assume and assign certain executory contracts and unexpired leases upon notice to the relevant counterparties.

**PLEASE TAKE FURTHER NOTICE** that the Court previously held a hearing with respect to the majority of Designatable Leases between the Debtors and counterparties on May 8, 2019 (the “Initial Assumption Hearing”) after which the Court entered the *Order (I) Authorizing Assumption and Assignment of Certain Leases and (II) Granting Related Relief* on May 13, 2019 (ECF No. 3850) overruling certain objections to assumption of certain Designatable Leases and authorizing the Debtors to assume and assign certain Designatable Leases to the Buyer or the

Buyer's assignee.

**PLEASE TAKE FURTHER NOTICE** that the Designatable Lease Counterparties listed on Schedule A attached hereto have each executed stipulations with the Buyer and Debtors extending the time period required by Bankruptcy Code Section 365(d)(4) by which certain Designatable Leases between the Designatable Lease Counterparty and the Debtors must be assumed and assigned or deemed rejected (the "Section 365(d)(4) Extensions") and the Court has so ordered each Section 365(d)(4) Extension. To date, the Designatable Leases with each Designatable Lease Counterparty listed on Schedule A have not been assumed and assigned to the Buyer or Buyer's Assignee due to pending formal or informal objections to assumption and assignment of the Designatable Lease Counterparty.

**PLEASE TAKE FURTHER NOTICE** that, to avoid deemed rejection of certain of the Designatable Leases pursuant to Bankruptcy Code Section 365(d)(4), the Buyer intends to go forward with a status conference or a with resolving all pending informal and formal objections to the potential assumption and assignment of the Designatable Leases with the Designatable Lease Counterparties as reflected on Schedule A at the Hearing.

**PLEASE TAKE FURTHER NOTICE** that any objecting parties, including each Designatable Lease Counterparty listed on Schedule A are required to attend the Hearing, and failure to appear may result in relief being granted upon default.

**PLEASE TAKE FURTHER NOTICE** that the Buyer continues to work with the Designatable Lease Counterparties to resolve certain informal objections and expects to resolve several of the pending informal or formal objections of the Designatable Lease Counterparties prior to the Hearing. The Buyer or Debtors will file a revised Hearing Agenda in advance of the Hearing pursuant to the Amended Case Management Order to reflect any resolutions of pending

informal or formal objections of the Designatable Lease Counterparties.

Dated: August 12, 2019

/s/ Luke A. Barefoot

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**Schedule A**

**Designatable Lease Counterparties**

Store #	City	State/ Province	Store Address	Counterparty	365(d)(4) Extension ECF No.	365(d)(4) Extension Date
1243	Hanover	MA	1775 Washington St	Prep Hanover Real Estate LLC	4580*	8/31/2019
1722	Bloomington	MN	Mall of America	MOAC Mall Holdings LLC	4687*	8/31/2019
3127	Temple City	CA	5665 N Rosemead Blvd	Graziadio Investment Company	4686*†	8/31/2019
3527	Philadelphia	PA	7101 Roosevelt Blvd	Pennsee LLC	4533*	8/31/2019
3667	Raleigh	NC	8701 Six Forks Rd	WRI/Raleigh, LP	4688*†	8/31/2019
7749	New York	NY	250 W 34th St	Vornado Realty LP	4646*‡	8/31/2019
7777	New York	NY	770 Broadway	Vornado Realty LP	4646*‡	8/31/2019
8290	Brighton	CO	18875 E. Bromley Lane	Brighton Starboard Realty Partners	4581	8/31/2019
2597	Farmington	NM	Animas Valley Mall	Brookfield Property REIT Inc	4685*‡	8/31/2019
2628	Eureka	CA	Bayshore Mall			
1274	Richmond	VA	Chesterfield Towne Center			
1585	Tallahassee	FL	Governors Square			
1775	Pembroke Pines	FL	Pembroke Lakes			
2388	Hilo	HI	Prince Kuhio Plaza			
1678	Carlsbad	CA	Shoppes at Carlsbad			
1248	Hayward	CA	Southland Mall			
1624	Staten Island	NY	Staten Island Mall			
1728	Tucson	AZ	Tucson Mall			
2059	Tracy	CA	West Valley Mall			
1684	Woodbridge	NJ	Woodbridge Center			
2092	Appleton	WI	Fox River Mall			
1681	Honolulu	HI	Kapiolani			
1508	Northridge	CA	Northridge Fashion Center GSPH			
1434	Wayne	NJ	Willowbrook NJ GSPH 2017			
1077	Shreveport	LA	Mall of St. Vincent			

\* The Section 365(d)(4) Extension for this Designatable Lease includes an August 22, 2019 Hearing Date.

† The parties may request a status conference in lieu of a full substantive hearing.

‡ The parties have an agreement in principle and expect to resolve objections in advance of the Hearing.